

Tuesday, 1 August 2023

Te Hui o Te Kaunihera ā-Rohe o Heretaunga

Hastings District Council

Civic Development Subcommittee Meeting

Kaupapataka

Supplementary Agenda

Te Rā Hui:
Meeting date: **Tuesday, 1 August 2023**

Te Wā:
Time: **9.00am**

Te Wāhi:
Venue: **Council Chamber
Ground Floor
Civic Administration Building
Lyndon Road East
Hastings**

Te Hoapā:
Contact: **Democracy and Governance Services
P: 06 871 5000 | E: democracy@hdc.govt.nz**

Te Āpiha Matua:
Responsible
Officer: **Rebekah Dinwoodie – Group Manager: Community Wellbeing
& Services**

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HASTINGS DISTRICT COUNCIL
207 Lyndon Road East, Hastings 4122 | Private Bag 9002, Hastings 4156
Phone **06 871 5000** | www.hastingsdc.govt.nz
TE KAUNIHERA Ā-ROHE O HERETAUNGA

Civic Development Subcommittee

A Subcommittee of the Performance and Monitoring Committee.

Fields of Activity

The Civic Development Subcommittee is responsible for making delegated decisions and advising the Performance and Monitoring Committee by;

- Assisting Council in the allocation of Community Grants by;
 - Reviewing applications for Community Grants.
 - Setting appropriate performance measures to assist in the measurement of delivery of activities funded from Grants.
 - Allocation of grant funding within the budget allocation.
- Assisting Council in its general overview of procurement and tender activity by accepting tenders which exceed the Chief Executive's delegated authority to approve, for projects previously approved by Council or a Standing Committee within the delegated authority.
- Assisting Council by reviewing and considering submissions and deciding applications for temporary closure of roads.
- Recommending to Council the appointment of trustees to Te Mata Park Trust Board.
- Recommending to Council the appointment of directors to Hastings District Holdings Limited.
- Recommending to Council the appointment of List Members to the District Licencing Committee.
- Assisting Council by reviewing, considering nominations and recommending recipients of Civic Awards.
- Assisting Council by remaining cognisant of activities in the Community that deliver improved wellbeing and safety outcomes and advising Council how it can appropriately enable these activities.
- Providing guidance and oversight to Council Officers in the delivery of Council safety and security investments & initiatives to improve community wellbeing and sense of feeling safe and welcome.
- Providing guidance and oversight to Council Officers in the delivery of major Council civic development capital projects (projects as assigned to the Subcommittee).
- Providing comprehensive six monthly (and as required) Council civic development capital project progress reports to the Performance and Monitoring Committee.
- Providing guidance and oversight to Council Officers in the delivery of major Council and Council enabled Events.

Providing guidance and oversight to Council Officers in the active promotion of Hastings as a Visitor Destination.

Membership

- 8 Councillors.
- 1 Heretaunga Takoto Noa Māori Standing Committee Member appointed by Council.
- Group Manager: Planning and Regulatory Services to be a member only when the Subcommittee is recommending the appointment of List Members to the Hastings District Licensing Committee.
- The Chief Executive to be a member only when the Subcommittee is making a decision on tendering and procurement matters.
- The Group Manager Asset Management to be a member only when the Subcommittee is making a decision on tendering and procurement matters.
- The Transportation Manager to be a member only when the Subcommittee is making a decision on applications for temporary closure of roads.

- The Environmental Consents Manager to be a member only when the Subcommittee is making a decision on applications for temporary closure of roads.
- The Chair of the Te Mata Park Trust Board to be a member only when the Subcommittee is making a decision on appointments to the Te Mata Park Trust Board.
- The Chief Financial Officer to be a member only when the Subcommittee is making a decision on appointments to the boards of any Council Controlled Organisations.
- Chair appointed by Council.
- 2 Youth Council Members appointed by Council (non-voting)

Quorum

- A minimum of 3 members - for Subcommittee meetings where the agenda items only address proposed temporary road closure applications (when there are no submitters).
- A minimum of 5 members for all other meetings of the Subcommittee.

DELEGATED POWERS

- 1) Authority to exercise all Council's powers, functions and authorities (except where prohibited by law or otherwise delegated) in relation to the allocation of grant funding within the budget allocation.
- 2) Authority to accept tenders for individual projects previously approved by the Council or a Standing Committee of the Council up to a value of \$10,000,000.
- 3) Responsibility to provide oversight and direction on tendering processes in general and/or specific issues relating to a particular project.
- 4) All the Council's powers and functions in respect to temporary prohibition of traffic under Section 342(1)(b) and clause 11(e) of Schedule 10 of the Local Government Act 1974.
- 5) Recommend to Council the appointment of Trustees to Te Mata Park Trust Board in accordance with the policy on Appointment of Trustees for Te Mata Park Trust Board, and the provisions of section 57 of the Local Government Act 2002.
- 6) Recommend to Council the appointment of director positions for Hastings District Holdings Limited in accordance with the Council's Policy on Appointment and Remuneration of Directors for Council Organisations.
- 7) Recommend to Council the recipients of Civic Awards.
- 8) Recommend to Council the appointment of List Members to the Hastings District Licensing Committee in accordance with the policy on the appointment of members for the District Licensing Committee, and the provisions of Sections 192 – 194 of the Sale and Supply of Alcohol Act 2012.

Tuesday, 1 August 2023

Te Hui o Te Kaunihera ā-Rohe o Heretaunga

Hastings District Council

Civic Development Subcommittee Meeting

Kaupapataka

Supplementary Agenda

Mematanga:

Membership:

Koromatua

Chair: Councillor Malcolm Dixon

Ngā KaiKaunihera

Councillors: Michael Fowler, Damon Harvey, Henry Heke, Kellie Jessup, Renata Nepe, Wendy Schollum and Kevin Watkins

Mayor Sandra Hazlehurst

Transportation Manager, Jag Pannu AND

Environmental Consents Manager, Caleb Sutton – for Item 4

Heretaunga Takoto Noa Māori Standing Committee appointee: Elizabeth Waiwiri-Hunt

Two Youth Council appointees: Esta Chaplin and Nikki Mnyanyi

Tokamatua:

Quorum:

3 members - for meetings where the agenda items only address proposed temporary road closure applications (if no submitters).

5 members - for all other meetings of the Subcommittee.

Apiha Matua

Officer Responsible:

Rebekah Dinwoodie – Group Manager: Community Wellbeing & Services

*Te Rōpū Manapori me te
Kāwanatanga*

Democracy &

Governance Services:

Christine Hilton (Extn 5633)

Te Rārangī Take

Order of Business

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Tuesday, 1 August 2023

Te Hui o Te Kaunihera ā-Rohe o Heretaunga

Hastings District Council: Civic Development Subcommittee Meeting

Te Rārangi Take

Report to Civic Development Subcommittee

Item 5A

Nā:
From: Kevin Carter, Community Lead - Recovery

Te Take:
Subject: Environment Centre Hawke's Bay - Notice of Service Change

1.0 Purpose and summary - *Te Kaupapa Me Te Whakarāpopototanga*

- 1.1 Sustaining Hawke's Bay Trust (The Environment Centre Hawke's Bay) has written to inform Hastings District Council of a change to the way they operate (**Attachment 1**)
- 1.2 Staff have reviewed the letter and agree this will have minimal effect on the overall outcomes of the trust, their KPIs or the funding agreement with Council.
- 1.3 Sustaining Hawke's Bay Trust (The Environment Centre Hawke's Bay) currently have a multi-year funding agreement with Hastings District Council for three years' values at \$25,000 per year. This current agreement ends on 30/06/2024.

2.0 Recommendations - *Ngā Tūtohunga*

That the Civic Development Subcommittee receive the report titled Environment Centre Hawke's Bay - Notice of Service Change dated 1 August 2023.

Attachments:

- 1 [📄](#) Hastings District Council - Letter of Service Changes CG-17-14-00110



26th July 2023

Dear Hastings District Council

Notice of Service Change

As one of our funders, the Environment Centre Hawke's Bay is writing to inform of a change to the way we operate. Historically our Trust has supported the Hastings and wider Hawke's Bay communities to engage in sustainable actions including a strong focus on waste minimisation. This service is most visible through our Hastings Centre that offers specialist recycling options including soft plastic, tetrapaks, coffee pods, printer toners, batteries, personal hygiene products and amongst other items.

With a focus on influencing the uptake of sustainable actions, the Trust is now shifting the Centres focus to take a more holistic view of what these actions may be. We are still maintaining our specialist recycling service, but will also add a number of in-Centre activations, that include;

- Grow Your Kai – This will support residents to upskill with the knowledge and capabilities required to grow, healthy and nourishing kai for their whānau.
- Backyard Biodiversity – Empowering residents to create flourishing ecosystems in their backyard that support a diversity of birds, insects, reptiles and native plants.
- Climate Change – Supporting the community with the knowledge required to take meaningful action to reduce their emissions and to be advocates for a carbon negative future.

These services will be offered in addition to our out-of-centre projects that include;

- Wai-Connection – The restoration of Ngaruroro Awa by supporting local communities to develop a vision and action plan to create a clean, fresh and swimmable awa for generations to come.
- Community Resiliency – Supporting local communities to develop a vision and action plan for local resiliency to future crisis, be it natural disasters, climate change or cost-of-living.
- Food Resilience network– Leading the Hawke's Bay Food Network which is a network of businesses, charities, councils and government entities that have a goal of everyone having access to nourishing kai for their whānau.
- Environment Forum – Leading an Environment Forum for like-minded Hawke's Bay charities, organisations and partners to enhance relationships and share key learnings.
- Research – Our Trust is partnering with University of Auckland to deliver climate change and resiliency research, including into the impacts of natural disasters on residents mental health.

We believe that this combination of services / projects, will enable the Trust to be a more effective partner to the Hastings community and with it to influence even more positive changes than was originally intended. Should you have any questions, please reach out and we will be glad to assist.

Regards,

Emma Horgan

A handwritten signature in blue ink, appearing to read "Emma Horgan".

Sustaining Hawke's Bay Environment Centre 201 Southland Road Hastings 4122 Ph 06 870 4942

Tuesday, 1 August 2023

Te Hui o Te Kaunihera ā-Rohe o Heretaunga

Hastings District Council: Civic Development Subcommittee Meeting

Te Rārangi Take

Report to Civic Development Subcommittee

Item 6A

Nā:
From: Kevin Carter, Community Lead - Recovery

Te Take:
Subject: Change of funding entity for the Age Concern Community Christmas Day lunch

1.0 Executive Summary – *Te Kaupapa Me Te Whakarāpopototanga*

- 1.1 This report concludes by recommending that that Civic Development Subcommittee agrees to transfer the current funding arrangement with Age Concern Havelock North to Age Concern Hawke's Bay for the operations of the Age Concern Christmas Day Lunch.
- 1.2 Officers are confident that Age Concern Hawke's Bay continue to grow and develop the event as per the original agreement.

2.0 Recommendations - *Ngā Tūtohunga*

- A) That the Civic Development Subcommittee receive the report titled Change of funding entity for the Age Concern Community Christmas Day lunch dated 1 August 2023.
- B) That the Subcommittee approve the funding for the Age Concern Community Christmas Day lunch being transferred from Age Concern Havelock North to Age Concern Hawke's Bay from 1 July 2023.

3.0 Background – *Te Horopaki*

- 3.1 At the Civic and Administration meeting on 25 February 2021 the Civic and Administration Committee approved a Multiyear Community Partnership Grant with Age Concern Havelock North for \$10,000 per year for three years to cover operational costs of the Age Concern Community Christmas Day lunch.

- 3.2 On 1 June 2023 at a Special General Meeting members of Age Concern Hawke's Bay Incorporated approved the proposed amalgamation with Age Concern Havelock North (**Attachment 1**)
- 3.3 On 2 June 2023 at a Special General Meeting members of Age Concern Havelock North Incorporated approved and ratified Age Concern Havelock North Incorporated proceeding with the proposed amalgamation with Age Concern Hawke's Bay Incorporated (**Attachment 2**)
- 3.4 Age Concern Havelock North have requested that Council transfer the current funding agreement to the Age Concern Hawke's Bay Incorporated from 1 July 2023.
- 3.5 Age Concern Hawke's Bay Incorporated has agreed to the current terms and conditions of the funding agreement including all reporting requirements.

4.0 Discussion – *Te Matapakitanga*

- 4.1 Officers are confident that Age Concern Hawke's Bay will continue to grow and develop the project in a positive way in line with the original proposal as per the Amalgamation MOU (**Attachment 3**)
- 4.2 2023 is the final year of the current three-year multiyear agreement. The agreement ends on 30 June 2024.
- 4.3 Age Concern Napier and Flaxmere are still currently separate entities, Age Concern Hawke's Bay includes the previous Hastings, Havelock North and Central Hawke's Bay entities under the same umbrella.

5.0 Options – *Ngā Kōwhiringa*

Option One - Recommended Option - Te Kōwhiringa Tuatahi – Te Kōwhiringa Tūtohunga

- 5.1 That the committee agree to transfer the current funding contract to Age Concern Hawke's Bay Incorporated

Option Two – Status Quo - Te Kōwhiringa Tuarua – Te Āhuetanga o nāiane

- 5.2 That the committee do not agree to transfer the current funding contract to Age Concern Hawke's Bay Incorporated and re allocate the funding.

6.0 Next steps – *Te Anga Whakamua*

- 6.1 If the Committee agrees to the transfer, a new funding agreement will be developed and managed in line with the Hastings District Council's Contestable Funding Framework.

Attachments:

- | | | |
|----|--|----------------|
| 1↓ | Age Concern Hawke's Bay Special General Meeting Minutes | CG-17-14-00107 |
| 2↓ | Age Concern Havelock North Special General Meeting Minutes | CG-17-14-00108 |
| 3↓ | Age Concern Hawke's Bay Amalgamation MOU | CG-17-14-00109 |

Summary of Considerations - *He Whakarāpopoto Whakaarohanga*

Fit with purpose of Local Government - *E noho hāngai pū ai ki te Rangatōpū-ā-Rohe*

The Council is required to give effect to the purpose of local government as set out in section 10 of the Local Government Act 2002. That purpose is to enable democratic local decision-making and action by (and on behalf of) communities, and to promote the social, economic, environmental, and cultural wellbeing of communities in the present and for the future.

Link to the Council's Community Outcomes – *Ngā Hononga ki Ngā Putanga ā-Hapori*

This proposal promotes the Social wellbeing of communities in the present and for the future.

Māori Impact Statement - *Te Tauākī Kaupapa Māori*

NA

Sustainability - *Te Toitūtanga*

NA

Financial considerations - *Ngā Whakaarohanga Ahumoni*

This funding is already approved and budgeted for

Significance and Engagement - *Te Hiranga me te Tūhonotanga*

This decision/report has been assessed under the Council's Significance and Engagement Policy as being of low significance.

Consultation – internal and/or external - *Whakawhiti Whakaaro-ā-roto / ā-waho*

NA

Risks

NA

Rural Community Board – *Te Poari Tuawhenua-ā-Hapori*

NA



AGE CONCERN HAWKE'S BAY INC
SPECIAL GENERAL MEETING
Thursday 1st of June 2023
1.00pm Document review and Refreshments
2.00pm Meeting Start
Age Concern Hall, Hastings
Meeting Minutes

Present: Christine Renata, Dale Little, Judith Clare, Terry Kingston, Dairne Withers (Minute Taker), Johnny Wheeler, Margaret Hapuka, Gayle Van Der Muelen, Dorothy Skudder, Jan Hilliker, Pat McGregor, Yvonne Drown, Ann Leece, Lyn Bennison, Ann Rarere, Judith Clare, Ann Leece, Dianne Caldwell, Kevin O'Brien, Pauline Craven, Molly Wooley, Bruce Kellett, Nancy Neal, Irene Buckley, Jim Spicer, Larry Pitt, Wayne Bradshaw, Tracey Lee Lewis, Brenda Wheathy, LeeAnn Ayto, Lurene Lee, Tanya Jeffcoat

Apologies: Marj Purners, Gordan Watts, Evelyn Ross, Sheryn Crarer, Alison Irwin, Pamela Miller, Dianne Jeffery, Annette and Barry Brunton, Sheila Edwards, Julianne Dickey

1. Refreshments and Document Reviews

Members were invited to the meeting at 1.00pm for refreshments and an opportunity to peruse the Memorandum of Understanding, speak with the Board members and the Age Concern Solicitor.

2. Welcome and Apologies

Christine Renata (Chair) welcomed the members and stakeholders to the meeting and opened the meeting at 2.00pm. Christine introduced the current Board Members and Tracey Lee Lewis from Fitzroy Layers.

3. Amalgamation with Age Concern Havelock North

Christine spoke to the history of the amalgamation process, while the discussion has been happening, we have supported Age Concern Havelock North with some service delivery and administrative support for their Board. Christine spoke to the Memorandum of Understanding outlining the proposed amalgamation with Age Concern Havelock North.

Christine read through the motions as outlined below –

The resolutions approved include:

Approval of the entry into the Memorandum of Understanding (MoU) attached and delegated authority to [any member of the AC Hawke's Bay Management Committee] to execute the MoU on behalf of its members.

Approval of the proposed amalgamation with Age Concern Havelock North in accordance with the MoU and delegated authority to [the AC Hawke's Bay Management Committee] to:

- (i) proceed with the proposed amalgamation;
- (ii) do all things and sign all documents reasonably required to give effect to the proposed amalgamation; and

- (iii) agree such further changes to the proposed amalgamation as [the AC Hawke's Bay management committee] considers to be in the best interests of AC Hawke's Bay and its members.

Christine asked for questions from the floor regarding the tabled resolutions.

- Bruce Kellet –
 - Asked how many hours the lawyer had spent on this process, Tracey advised approximately five hours.
 - Advised that he disagreed with the constitutional change to allow for two board members with a Havelock North address. Christine advised that this allowance was based on the same process allowed for in the previous Central Hawke's Bay amalgamation.
 - Asked how many current Board Members were from Central Hawke's Bay? Christine answered two.
 - Do we need to re-register to Charities Society – Tracey advised no we don't at this stage, Age Concern Havelock North will dissolve and remove itself from the register.
 - Are we liable for any debt that Age Concern Havelock North have? Tracey advised we will only be dealing with assets, of which there is a vehicle and cash.
- Nancy Neal –
 - Query re: sales and purchase agreement and deed of grant and assurance that there is no ongoing liability. Tracey confirmed that they would be executed simultaneously, her advice is not to do a formal evaluation of the cars worth due to the costs.
 - What operational differences would this merger make? Administratively there would be no notable changes, there would be an increase of groups and services in Havelock North.
- Terry Kingson –
 - Spoke to the Boards process that has spanned over a year to develop a Memorandum of Understanding that he sees as the best outcome for the members to consider.

Christine acknowledged the significance of this moment.

- Question from the floor around what will happen to the Havelock North groups, Dale advised that groups would be based in Havelock but would come together from time to time as we do with the Central Hawke's Bay groups.
- Question from the floor about why all Age Concerns are not one group already, Christine advised they were all separate branches historically.

Tracey spoke about the need for all incorporated societies to re-register with the changes to the Incorporated Societies Legislation and advised the benefits of merging will also be seen with less reporting and meeting legal requirements.

4. Vote

Christine moved that the table resolutions be approved by the financial members, the motion was seconded by Terry Kingston. Votes were recorded through a raise of hands.

Votes from the floor:

Approve – 16

Against – 2

Abstain – 3

Proxy Votes:

Seven Proxy Forms nominating Christine Renata as voting Proxy – recorded as approved.

One Proxy Form nominating Dianne Caldwell as voting proxy – recorded as approved.

Approve – 8

Against – 0

Abstain – 0

Christine confirmed that all resolutions have been approved by the majority vote.

Christine advised that she would be signing the Memorandum of Understanding following the meeting. Age Concern Havelock North have their Special General Meeting tomorrow which will be attended by the Manager.

Question from the floor – What happens if the Havelock North Members vote no? Christine advised that the amalgamation would not go ahead.

5. Close Meeting

Christine thanked all in attendance for their time and closed the meeting.

The meeting was formally closed at 2.20pm.

Special General Meeting Minutes Attachments
Memorandum of Understanding
Completed Proxy Vote Nomination Forms

Age Concern Havelock North Incorporated
Special General Meeting
2nd June 2023, 10.15am

Attendance: Lyn Van Oeveren, Ursula Reuter, Daphne Patrick, Maureen Collins, Jennefer Marsdan, Martina Bacchus, Carol White, Pauline Craven, Irene Francis, Alison Frank, Margaret Old, Johnie Inglis, Ernestine Fincham, Pamela Kneebone, Mavis Tweedie, Wayne Bradshaw, Janet Smith, Dee Withers (Minute Taker), Tanya Jeffcoat

Apologies: No apologies entered.

Chairperson Welcome: Wayne spoke to the Memorandum of Understanding and Operational Plan that details the proposed amalgamation of Age Concern Havelock North (ACHN) and Age Concern Hawke's Bay, he went through each document for the Members and those in attendance.

Wayne confirmed that the Friday group would continue, the Christmas Day function would continue. Wayne spoke in response to the feedback from funders that are encouraging the merging of small organisations.

Wayne advised that money transferred from ACHN will be ringfenced for service delivery in Havelock North.

Questions from the Floor:

- Who will run Age Concern Havelock North? – Wayne explained that explained that Age Concern Havelock North would not exist as a separate entity, Havelock North would sit under the Age Concern Hawke's Bay umbrella and their Manger will oversee the services provided in Havelock North.
- Will the group be in the same venue? – Yes, as long as the venue remains available to the group. If at any time it was no longer available a different venue in Havelock North would be sourced.
- Question about the Membership cost? – The membership at Age Concern Hawke's Bay is \$27, this is more expensive than the current Age Concern Havelock North membership. Current members of Age Concern Havelock North will not have to pay any additional membership this coming financial year, their next membership will not be due till June 2024. Clarified that you do not need to be a member to attend any Age Concern Hawke's Bay programmes, services, or activities.

Resolutions: The Chairperson (Wayne Bradshaw) moved the following resolutions; this motion was seconded by Ursula Reuter.

That the Members of Age Concern Havelock North Incorporated hereby.

- i. Approve and ratify Age Concern Havelock North Incorporated proceeding with the proposed amalgamation with Age Concern Hawke's Bay Incorporated at the Special General Meeting held on 2 June 2023 and as set out in the proposed Memorandum of Understanding between Age Concern Havelock North Incorporated and Age Concern Hawke's Bay Incorporated and the attached Operational Plan submitted to the Members ("the Proposed Amalgamation"), including ratifying Age Concern Havelock North Incorporated's entry into the same Memorandum of Understanding by its Management Committee on behalf of its Members.

ii. Authorise the Management Committee of Age Concern Havelock North Incorporated to do all things and sign all documents reasonably required to give effect to the Proposed Amalgamation.

iii. Approve the Management Committee of Age Concern Havelock North Incorporated agreeing such further changes to the Proposed Amalgamation as the Management Committee considers to be in the best interests of Age Concern Havelock North Incorporated and its Members.

Vote: The below votes were recorded by a raise of hands.

- For - 12
- Against - 0
- Abstain - 0

Wayne confirmed that the Resolutions were approved by unanimous vote and thanked the Members for their support.

Meeting close: The meeting was closed at 10.35am.

Memorandum of Understanding in relation to Future Amalgamation of Societies

between

Age Concern Hawke's Bay Incorporated

and

Age Concern Havelock North Incorporated

FitzherbertRowe
LAWYERS

Memorandum of Understanding

Date:

2022

Parties

Age Concern Hawke's Bay Incorporated (Incorporation Number 217979) incorporated on 4 August 1976, (RN CC22043) registered as a charity on 25 March 2008 (**AC Hawke's Bay**)

Age Concern Havelock North Incorporated (Incorporation Number 548672) incorporated on 3 June 1992, (RN CC25095) registered as a charity on 31 March 2008 (**AC Havelock North**)

Background

- A. Age Concern New Zealand is a registered charity dedicated to people over the age of 65, their friends, and whanau. Local Age Concern societies affiliated to Age Concern New Zealand operation throughout New Zealand, providing services, information and advocacy for older people in their communities.
- B. There are five separate Age Concern representative organisations in the greater Hawke's Bay region.
- C. AC Hawke's Bay is an incorporated society and registered charity operating in Hastings and Central Hawke's Bay. AC Havelock North is also an incorporated society and registered charity operating in Havelock North.
- D. AC Hawke's Bay and AC Havelock North have the same principal objective to benefit the community by promoting, supporting and enhancing the quality of life, dignity, health, well-being and interests of older persons.
- E. The purpose of this Memorandum of Understanding is to record the matters which have been agreed between them in respect of their intention to merge their operations so that there is a single legal entity serving as a vehicle for them.

Agreement

1. Purpose

- 1.1 The purpose of this memorandum is to record the parties intention to merge into one amalgamated society and their respective commitment to the procedure required to conclude the amalgamation.
- 1.2 The obligations of this memorandum are acknowledged to be legally binding on the parties, subject to the conditions precedent set out in clause 2.1 below ("**Conditions Precedent**").

2. Conditions Precedent

- 2.1 This memorandum is subject to and conditional on:

- (a) the members of AC Havelock North approving and ratifying AC Havelock North's entry into this memorandum at an SGM, on or before 1 May 2023 (or such later date as is mutually agreed), including:
 - (i) proceeding with the proposed amalgamation as presented to the members (and following the procedure set out in clause 3.1(b) below);
 - (ii) authorising AC Havelock North's management committee to do all things and sign all documents reasonable required to give effect to the proposed amalgamation; and
- (b) approve AC Havelock North's management committee agreeing such further changes to the proposed amalgamation as AC Havelock North's management committee considers to be in the best interests of AC Havelock North and its members. AC Hawkes Bay receiving the same or substantially similar approvals and ratifications for the proposed amalgamation as AC Havelock North (as set out in clause 2.1(a) above), on or before 1 May 2023 (or such later date as is mutually agreed).

3. Agreement

3.1 The parties mutually understand and agree that:

- (a) AC Havelock North and AC Hawke's Bay are to merge into one amalgamated society and the amalgamated society will continue as AC Hawke's Bay.
- (b) There is currently no provision in the Incorporated Societies Act 1908 for the amalgamation of incorporated societies. Accordingly, the procedure to complete the amalgamation is as follows:
 - (i) AC Havelock North will sell its assets to AC Hawke's Bay under a simplified Sale and Purchase Agreement. The purchase price will be a debt back to AC Havelock North from AC Hawke's Bay equal to the value of the assets of AC Havelock North.
 - (ii) The resulting debt back to AC Havelock North from AC Hawke's Bay will not be repaid by AC Hawke's Bay, but will instead be extinguished under a Deed of Grant from AC Havelock North to AC Hawke's Bay. The Deed of Grant will bind AC Hawke's Bay to using the assets to pursue the objects of AC Havelock North and AC Hawke's Bay's obligations under clause 3.2 below.
 - (iii) AC Havelock North will be dissolved and removed from the incorporated society register in accordance with the Incorporated Societies Act 1908.
 - (iv) AC Havelock North will request to be removed from the Charities Register under the Charities Act 2005.
- (c) Clause 11 of the AC Hawke's Bay Constitution will be updated to ensure that, subject to nominations being received from members located in Havelock North, at least two board members will be located in the Havelock North area.
- (d) AC Havelock North and AC Hawke's Bay will sign all documentation necessary to give effect to the process set out in clause 3.1(b) including but not limited to:

- (i) Sale and Purchase Agreement; and
- (ii) Deed of Grant.

- 3.2 AC Hawke's Bay will ensure that the operational activities and actions set out in the Operational Plan attached at Appendix A are completed alongside and following completion of the amalgamation.
- 3.3 The parties will negotiate in good faith and use their reasonable endeavours to conclude the amalgamation on terms reasonably acceptable to them.
- 3.4 Should any issue arise that is not provided for or definitively controlled by this memorandum then the parties will act reasonably towards each other to resolve the issue in good faith, with neither party taking unfair advantage of the other.

4. Termination

- 4.1 If either:
 - (a) the Conditions Precedent have not been satisfied by 1 May 2023 or such other date as may be agreed between the parties in writing; or
 - (b) the proposed amalgamation is not completed by 5.00 pm on 9 June 2023 or such other date as may be agreed between the parties in writing,
- 4.2 either party may terminate this agreement by notice in writing to the other party, following which the parties will be released from their obligations under this memorandum.

5. Dispute resolution

- 5.1 In the event of any dispute arising between the parties in respect of or in connection with this memorandum, the parties shall, without prejudice to any other right or entitlement they may have under this memorandum or otherwise, explore whether the dispute can be resolved by use of the alternative dispute resolution technique of mediation.
- 5.2 In the event the dispute is not resolved within twenty (20) Business Days of written notice by one party to the other of the dispute (or such further period agreed in writing between the parties), then this memorandum shall be terminated and neither party will have any claim against the other..

6. Notices

- 6.1 Any notice or other communication (**Notice**) given under this agreement must be in writing.
- 6.2 A Notice may be served personally or sent to the relevant party's following communication points:

AC Hawke's Bay:	Age Concern Hawke's Bay Incorporated
Address:	415 Heretaunga Street East, Hastings

Representative:	Christine Renata
Email:	chairperson@ageconcernhb.co.nz mailto:
AC Havelock North:	Age Concern Havelock North Incorporated
Address:	P O Box 8733, Havelock North 4157
Representative:	Wayne Bradshaw
Email:	bradshawestate@xtra.co.nz

7. Costs

- 7.1 Except as provided in clause 7.2, AC Hawke's Bay will meet the legal costs relating to the negotiation, preparation, execution, and implementation of this agreement.
- 7.2 If this memorandum is terminated in accordance with clause 3.1 or 5.2, the parties agree that the legal costs relating to the negotiation, preparation, execution, and implementation of this memorandum and related documentation will be shared between the parties.

8. Advice

- 8.1 This document has been prepared by Fitzherbert Rowe Lawyers ("Fitzherbert Rowe") at the request and direction of AC Hawke's Bay. It is acknowledged that Fitzherbert Rowe does not act for AC Havelock North, who confirm they have been advised to obtain independent legal advice by Fitzherbert Rowe and that they have had the opportunity to obtain such advice. The parties hereby indemnify Fitzherbert Rowe in connection with any claim that arises from any failure to obtain independent legal advice and confirm that Fitzherbert Rowe is entitled to rely on the provisions of this clause.

9. General

- 9.1 This memorandum refers to the "amalgamation" of the societies. It's acknowledged that this is not an amalgamation in the formal sense used in the Companies Act 1993 and societies do not presently have a mechanism for amalgamation. However, the intended outcome is for the parties to become unified in a way that approximates amalgamation.

Signed by the parties


Signed for and on behalf of Age Concern
Hawke's Bay Incorporated as AC
Hawke's Bay by:



Authorised Signatory

Christine Renata

Authorised Signatory full name



Authorised Signatory

Barbara Dale Little

Authorised Signatory full name

Signed for and on behalf of Age Concern
Havelock North Incorporated as AC
Havelock North by:



Authorised Signatory

Janet Patricia Smith

Authorised Signatory full name



Authorised Signatory

Wayne Lindsay Bradshaw

Authorised Signatory full name